

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES **PURSUANT TO REGULATION D** SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPR

OMB Number: 3235-0076

May 31, 2005 Expires:

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	DATE RECEIVED							
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Name of Offering (C) check if this is an amendment and name has changed, and indicated Sale of Class A Convertible Preferred Shares	e change.)
Filing under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506	Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	1 (44)(1 44)(1 44)(1 44)(1 44)(1 44)(1 44)(1 44)(1 44)(1 44)(1 44)
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indica	te change.)
Gold Bamboo LLC	07040407
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Nui 07040497
500 West Cummings Park, Woburn, MA 01801	
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	PROCESSED
	· HOOLOOLD
Brief Description of Business	1441 0 6 0007
Character of business is to provide online lead generation services	JAN 2 4 2007
Type of Business Organization	
☐ corporation ☐ limited partnership, already formed ☐ other	er (p tation Sol) limited liability company
☐ business trust ☐ limited partnership, to be formed	FINANCIAL
MONTH YEAR	
Actual or Estimated Date of Incorporation or Organization: 0 8 0 4	
Jurisdiction of Incorporation or Organization: (Enter two- letter U.S. Postal Service abbre	viation for State:
CN for Canada; FN for other foreign jurisdie	
Constal Instructions	

General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

1 of 8



A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers: and Each general and managing partnership of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner ☐ Director □ General and/or Managing Partner Akshay Patel Full Name (Last name first, if individual) c/o Gold Bamboo LLC, 500 West Cummings Park, Woburn, MA 01801 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer ☐ Director \boxtimes General and/or Managing Partner Ketan C. Patel Full Name (Last name first, if individual) c/o Gold Bamboo LLC, 500 West Cummings Park, Woburn, MA 01801 **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Kevin L. Patch Full Name (Last name first, if individual) c/o Gold Bamboo LLC, 500 West Cummings Park, Woburn, MA 01801 (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director \boxtimes General and/or Managing Partner David Flaschen Full Name (Last name first, if individual) c/o Gold Bamboo LLC, 500 West Cummings Park, Woburn, MA 01801 **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner □ Executive Officer □ Director General and/or Managing Partner Micah Adler Full Name (Last name first, if individual)

c/o Gold Bamboo LLC, 500 West Cummings Park, Woburn, MA 01801

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner

Vasanti Thankore

Business or Residence Address

Full Name (Last name first, if individual)

11 Cranemore Road, Wellesley, MA 02481

(Number and Street, City, State, Zip Code)

heck Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director ☐ General and/or Managing Partner
arville International Lt	d			
ull Name (Last name first, i				
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0 Sukumvit 62, Bangki				
usiness or Residence Addi	ess (Numbe	er and Street, City, State, Zip (Code)	
		M. D Social Occasion	☐ Executive Officer	☐ Director ☐ General and/or
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	Li Executive Officer	Managing Partner
Charles Johnson				J. J
ull Name (Last name first, i	f individual)			
120 North Shore Drive	N.E., #405, St. P	etersburg, FL 33701		
Business or Residence Add	ress (Numbe	er and Street, City, State, Zip (Code)	
Olivel By (va) that Avela	□ December	⊠ Beneficial Owner	☐ Executive Officer	☐ Director ☐ General and/or
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Managing Partner
Associated Financial	Services Limited			
Full Name (Last name first				
Tan Hamb (Last Hamb	,,			
7 Warwick Square Me	ws, London SW1	V 2ER United Kingdom		
Business or Residence Ad	dress (Num	ber and Street, City, State, Zip	Code)	
01 10 11 14 1		☐ Beneficial Owner	☐ Executive Officer	☐ Director ☐ General and/or
Check Box(es) that Apply	/: ☐ Promoter	M Beneficial Owner	Executive Officer	Managing Partner
The Deborah Flasche	en Children's '92	Irrevocable Trust U/A/D	12/30/92 FBO David Flase	
Full Name (Last name fir	st, if individual)			
`	,			
180 Clyde Street, Bro	okline, MA 0246	7		
Business or Residence A	ddress (Nu	mber and Street, City, State, 2	Ip Code)	
Objects Designed Association	oly: Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director ☐ General and/or
Check Box(es) that App	ny: 🔲 Promoter	☑ Beneficial Owner	- Executive Officer	Managing Partner
The Deborah Flasc	nen Children's '9	2 Irrevocable Trust U/A/D	12/30/92FBO Katherine	
Full Name (Last name	first, if individual)			
(444)	,			
180 Clyde Street, B				
Business or Residence	Address (N	umber and Street, City, State,	, Zip Code)	
				
	(Use blank	sheet, or copy and use addition	onal copies of this sheet, as ne	cessary.)

B. INFORMATION ABOUT OFFERING										
		Yes	No							
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		Ш	\boxtimes							
Answer also in Appendix, Column 2, if filing under ULOE.	N/A									
2. What is the minimum investment that will be accepted from any individual?	2. What is the minimum investment that will be accepted from any individual?									
3. Does the offering permit joint ownership of a single unit?		Yes ⊠	No							
commission or similar remuneration for solicitation of purchases in connection with sales of securiti offering. If a person to be listed is an associated person or agent of a broker or dealer registered with and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be										
Tall Pallo (East Hallo mot, it illaiviously										
Business or Residence Address (Number and Street, City, State, Zip Code)										
Name of Associated Broker or Dealer										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers										
(Check "All States" or check individual States)		☐ All Sta	tes							
(OH) [(OH) [(NC) [(NH) [(NH) [(NH) [(NH) [(NH) [(NC) [(N	MN) 🔲 DK) 🔲	[HI] [MS] [OR] [WY]	[ID]							
Full Name (Last name first, if individual)	<u>.</u>									
Business or Residence Address (Number and Street, City, State, Zip Code)										
Name of Associated Broker or Dealer										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers										
(Check "All States" or check individual States)	•••••	☐ All Sta	tes							
D) (HO) (HO) (DN) (ON) (YN) (NN) (HO) (CHO) (HO) (CO)	MN] 🗌 OK] 🔲	[HI]	[ID]							
Full Name (Last name first, if individual)										
Business or Residence Address (Number and Street, City, State, Zip Code)		_								
Name of Associated Broker or Dealer		<u> </u>								
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		<u> </u>								
(Check "All States" or check individual States)		☐ All Sta	tes							
	GA] MN] OK] WI]	[HI]	[ID]							

_	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	OF PROCEED	S	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and Indicate in the columns below the amounts of the securities offered for			
	exchange and already exchanged.	Aggregate Offering Price		Amount Already Sold
	Type of Security		_	_
	Debt		\$_	0
	Equity	\$ <u>565,000</u>	\$ <u>.5</u>	65, 000
	☐ Common			
	Convertible Securities (including warrants)	\$ <u>565,000</u>	\$ <u>.5</u>	65,000
	Partnership Interests	\$ <u> </u>	\$_	0
	Other (Specify)	\$ <u>0</u>	\$_	0
	Total	\$ <u> </u>	\$_	0
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	8	\$ <u>.5</u>	65,000
	Non-accredited Investors	<u> </u>	\$_	0
	Total (for filing under Rule 504 only)		\$_	
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	N/A		
	Type of offering	Type of Security		Dollar Amount Sold
	Rule 505		\$_	
	Regulation A		\$_	
	Rule 504		\$_	
	Total		\$_	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		□ \$_	0
	Printing and Engraving Costs		□ \$_	0
	Legal Fees		⊠ \$ <u>.</u> 5	50,000
	Accounting Fees		□ \$_	0
	Engineering Fees		□ \$_	0
	Sales Commissions (specify finders' fees separately)		□ \$_	0
	Other Expenses (identify) <u>filing fees, etc.</u>		⊠ \$ <u>3</u>	350
	Tatal		⊠ \$5	0.350

	C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES AND I	JOE OF PI	TOCEEL	J3
	Question 1 and total expenses furnished in re	egate offering price given in response to Part C- esponse to Part C - Question 4.a. This difference is			<u>\$ 514,650</u>
5.	used for each of the purposes shown. If the estimate and check the box to the left of the	ross proceeds to the issuer used or proposed to be amount for any purpose is not known, furnish an e estimate. The total of the payments listed must suer set forth in response to Part C- Question 4.b.			
			C Dir	yments to Officers, ectors, & Affiliates	
	Salaries and fees		🗆 \$	0	\$
	Purchase of real estate		🗆 \$	0	\$0
	Purchase, rental or leasing and installation of	machinery and equipment	🗆 \$	0	\$ 0
	Construction or leasing of plant buildings and	facilities	🗆 \$	0	<u> </u>
	Acquisition of other business (including the va offering that may be used in exchange for the issuer pursuant to a merger)		🗆 \$	0	
	Repayment of indebtedness		🗆 \$	0	
	Working capital		🗆 \$	0	∑ \$ <u>514,650</u>
	Other (specify):	<u>-</u>	_ 🗆 \$	0	\$ <u></u>
			🔲 \$	0	\$ <u></u> 0
	Column Totals		🗆 \$	0	
	Total Payments Listed (column totals added)			⊠ \$	5 514,650
		D. FEDERAL SIGNATURE			
foll	owing signature constitutes an undertakin	signed by the undersigned duly authorized persor g by the issuer to furnish to the U.S. Securities an by the issuer to any non-accredited investor pursu	d Exchang	e Comm	nission, upon written
Iss	uer (Print or Type)	Signature	Date		1
	old Bamboo LLC	NOV		Jun	2 nd 2007
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)			
Ak	shay Patel	Chief Executive Officer and Manager			

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE						
1.	Is any party described in 17 CFR 2 of such rule?	30.262 presently subject to any disqualification provisions Yes No						
		See Appendix, Column 5, for state response.						
2.	The undersigned issuer hereby und Form D (17 CFR 239.500) at such	lertakes to furnish to any state administrator of any state in which this notice is filed, a notice on imes as required by state law.						
3.	The undersigned issuer hereby und issuer to offerees.	ertakes to furnish to the state administrators, upon written request, information furnished by the						
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
The	e issuer has read this notification and dersigned duly authorized person.	knows the contents to be true and has duly caused this notice to be signed on its behalf by the						
laar	on (Drint on True)	— A — A — A — — — — — — — — — — — — — —						
	uer (Print or Type)	Signature Date Jan 2nd, 2007						
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)						
Aks	shay Patel	Chief Executive Officer and Manager						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures

APPENDIX

1	:	2	3			4		Disqua	5 lification
	Intend to non-acc invest State (I	redited ors in Part B-	Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL			_						
AK									
AZ									
AR									
CA									
со									
СТ									
DE									
DC							·		
FŁ		X	Class A Convertible Preferred Shares	1	\$100,000	0	0		Х
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LA									
ME								<u> </u>	
MD									
MA		X	Class A Convertible Preferred Shares	5	\$265,000	0	0		Х
МІ									
MN									
MS								_	
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				AF	PENDIX				5
1	Intend to non-acc investo State (F	redited ors in Part B-	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	n 1)
MT				-					
NE									
NV								ļ	
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NJ									
NM									
NY						1	<u>.</u>		
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